

EXHIBIT D



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DETROIT CITY CLERK
2014 JAN 30 P 3:55

**EMERGENCY MANAGER
CITY OF DETROIT**

ORDER No. 22

**ORDER RATIFYING AND APPROVING
RESOLUTION OF THE BOARD OF WATER COMMISSIONERS
AUTHORIZING PUBLICATION OF NOTICE OF INTENT TO ISSUE
SEWAGE DISPOSAL SYSTEM REVENUE BONDS**

BY THE AUTHORITY VESTED IN THE EMERGENCY MANAGER
FOR THE CITY OF DETROIT
PURSUANT TO MICHIGAN'S PUBLIC ACT 436 OF 2012,
KEVYN D. ORR, THE EMERGENCY MANAGER,
ISSUES THE FOLLOWING ORDER:

Whereas, on March 28, 2013, Michigan Public Act 436 of 2012 ("PA 436") became effective and Kevyn D. Orr became the Emergency Manager ("EM") for the City of Detroit (the "City") with all the powers and duties provided under PA 436; and

Pursuant to section 9(2) of PA 436, the EM "shall act for and in the place and stead of" the Detroit Mayor (the "Mayor") and the Detroit City Council (the "City Council") and "shall have broad powers in receivership to rectify the financial emergency and assure the fiscal accountability of the City and the City's capacity to provide or cause to be provided necessary governmental services essential to the public health, safety, and welfare;" and

Pursuant to section 9(2) of PA 436, the Mayor and City Council, "following the appointment of an emergency manager and during the pendency of receivership, shall not exercise any of the powers of those offices except as may be specifically authorized in writing by the emergency manager or as otherwise provided by PA 436 and are subject to any conditions required by the emergency manager;" and

Pursuant to section 10(1) of PA 436, the EM may “issue to the appropriate local elected and appointed officials and employees, agents, and contractors of the local government the orders the emergency manager considers necessary to accomplish the purposes of this act;” and

Pursuant to section 12(1)(c) of PA 436, the EM, “notwithstanding any charter provision to the contrary,” may “[r]eceive and disburse on behalf of the local government all federal, state, and local funds earmarked for the local government. These funds may include, but are not limited to, funds for specific programs and the retirement of debt;” and

Pursuant to section 12(1)(ee) of PA 436, the EM, “notwithstanding any charter provision to the contrary,” may “[t]ake any other action or exercise any power or authority of any officer, employee, department, board, commission, or other similar entity of the local government, whether elected or appointed, relating to the operation of the local government. The power of the emergency manager shall be superior to and supersede the power of any of the foregoing officers or entities;” and

Article 7, Chapter 12, of the 2012 Detroit City Charter (the “Charter”) creates, pursuant to federal court order, the Water and Sewerage Department (“DWSD”) which is part of the City and is “headed by a seven (7) member board known as the Board of Water Commissioners [(the “DWSD Board”)] [who are] be appointed by and serve at the pleasure of the Mayor...;” and

Upon the EM’s appointment, pursuant to Section 12(1)(ee) of PA 436, the EM retains ultimate authority over DWSD and the DWSD Board’s decisions; and

The City intends to sell Sewage Disposal System Revenue Bonds, pursuant to Act 94, Public Acts of Michigan, 1933, as amended (“Act 94”), in a principal amount not to exceed \$350,000,000 (the “Sewage Disposal System Revenue Bonds”), in one or more series, for the purpose of paying all or part of the cost of acquiring and constructing replacements, extensions, improvements and repairs to DWSD’s infrastructure; and

On January 21, 2014, the DWSD Board adopted a resolution Authorizing Publication of Notice of Intent to Issue Sewage Disposal System Revenue Bonds (“Intent Resolution”); and

A Notice of Intent to Issue Bonds must be published at least 45 days before the issuance of the Sewage Disposal System Revenue Bonds to comply with the requirements of Section 33 of Act 94; and

If the 45-day referendum period expires without the submission to the City Clerk of a petition signed by not less than 15,000 electors requesting a referendum upon the question of the issuance of the Sewage Disposal System Revenue Bonds, the EM will consider the adoption of an Ordinance setting forth the terms of and authorizing the issuance of the such bonds; and

The EM has determined that, at this time, the DWSD Board will play a role in the process of ensuring continuity of essential services and restoring financial stability of the City; and


The EM has determined that the issuance of the Sewage Disposal System Revenue Bonds as outlined in the Intent Resolution is in the best interests of the City.

It is hereby ordered that:

1. The Intent Resolution is hereby approved, adopted and ratified in full.
2. If any component of this Order or its attachment is declared illegal, unenforceable or ineffective by a court of competent jurisdiction, such component shall be deemed severable so that all other components contained in this Order and its attachment shall remain valid and effective.
3. This Order is effective immediately upon the date of execution below.
4. The EM may modify, amend, rescind, replace, supplement or otherwise revise this Order at any time.
5. This Order shall be distributed to the Mayor, members of the City Council and all department heads.

Dated: January 30th, 2014

By:


Kevyn D. Orr
Emergency Manager
City of Detroit

cc: State of Michigan Department of Treasury
Mayor Michael Duggan
Members of Detroit City Council